

Australian Viola da Gamba Society Inc.

Rules of Association

Amended at the Special General Meeting of the Australian Viola da Gamba Society Incorporated, held at 5.30pm, 25th March 2005 at the 26th National Easter Viol School , at the AGM held during the 28th National Easter Viol School held at Canterbury Girls Secondary College, Mangarra Road, Canterbury, Vic. on Monday 9th April 2007, and at the AGM held 21 March 2008 at MLC School, Burwood, NSW.

Australian Viola da Gamba Society Inc.

Rules of Association

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Part 1 Preliminary

1 Definitions

(1) In these rules:

the society refers to the Australian Viola da Gamba Society
ordinary member means a member of the committee who is not an office-bearer of the society, as referred to in rule 15(2).
secretary means:

- (a) the person holding office under these rules as secretary of the society, or
- (b) if no such person holds that office – the public officer of the society.

Special general meeting means a general meeting of the society other than an annual general meeting.

(1) In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty, and
 - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (1) The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

2 Status and objectives

The Australian Viola da Gamba Society, Inc. is a non-profit society. All money received by the Society will be used firstly to pay all bills or debts and secondly to further the Society's aims and objectives. The Australian Viola da Gamba Society's mission is to increase the number of players and to improve the status and general awareness of the viola da gamba throughout the community in Australia by means of promotion of viol performers, teachers, workshops, concerts, compositions, publicity, research, newsletters, journals and any other appropriate means. Its activities will be open to all members of the Australian community for their benefit and enjoyment.

Part 2 Membership

3 Membership and Application for membership

A person is qualified to be a member of the society if the person pays all fees as determined by the committee of the society. Any person who wishes to become a member of the society may do so on payment of the required fees as determined by the committee. General membership does not require special nomination and is open to persons from any country. The membership year runs from January to December each year.

4 Foundation membership

The first 40 members to join the society will be entitled to call themselves "Foundation Members" of the society. This title does not give these members any other special privileges.

4a

Honorary Members

The Society may confer honorary life membership upon any person who has contributed outstanding services. Nominations for life membership shall be made by the Committee and must be approved at the next Annual General Meeting of the Society. An honorary life member shall be a member of the Society and shall have the same powers and privileges and liabilities as a fellow elected from the Membership except that an Honorary life member shall not be required to pay an annual subscription. The names of all Honorary Life members shall be declared in the Newsletter appended to the names of the committee.

5

Cessation of membership

A person ceases to be a member of the society if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the society.

6

Resignation of membership

- (1) Any member whose annual membership fees are outstanding by a period of 6 months will be deemed to have resigned from the society.
- (2) Any member who submits a resignation in writing to the Secretary while still a financial member, will also be deemed to have resigned from the Society, but will not be entitled to any refund of monies paid, except where such monies were clearly accepted by the society in error. The determination of the committee on this matter will be final.

7

Register of members

- (1) The Secretary of the society must maintain a register of members of the society specifying the name and contact details of each person who is a member of the society.
- (2) The register of members must be kept at the principal place of administration of the society and must be open for inspection, free of charge, by any member of the society at any reasonable hour.
- (3) The sale of details from this register to other organisations is prohibited, and the Secretary must protect the privacy of members' details.

8

Fees and subscriptions

(a) Members must pay such annual fees as are determined by the committee. These fees may be altered by the committee from year to year at their discretion, but members must be given notice of all fee alterations via the newsletter, at least one issue in advance. (b) Memberships will be due each year on 1st January, except where new memberships were received after 15th October, in which case those memberships will be deemed to carry over into the following year. The committee, at its discretion, may charge half membership fees for a half-yearly membership if this is felt to be desirable. (c) In order to effect the changeover from a July to June membership year from July 2005, for the 2005-2006 membership year only, this period will comprise 18 months from July 2005 to December 2006. Membership fees will be adjusted for this period and advertised in the AVdGS newsletter. The AGM for the 2004-2005 membership year will take place prior to 31 December 2005. The following AGM for 2005-2006 will take place between 1 January and 30 June 2007.

9 **Members' liabilities**

The liability of a member of the society to contribute towards the payment of the debts and liabilities of the society or the costs, charges and expenses of the winding up of the society is limited to the amount, if any, unpaid by the member in respect of membership of the society as required by rule 8.

10 **Resolution of internal disputes**

- (1) Disputes between members (in their capacity as members) of the society, and disputes between members and the society, are to be referred to a community justice centre for mediation.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

11 **Disciplining of members**

- (1) A complaint may be made to the committee by any person that a member of the society has persistently and wilfully acted in a manner prejudicial to the interests of the society.
- (2) On receiving such a complaint, the committee must:
 - (a) cause notice of the complaint to be served on the member concerned, giving that member at least 14 days from service of the notice in which to make submissions to the committee in connection with the complaint; and
 - (b) take into consideration any submissions made by the member in connection with the complaint.
- (3) The committee may, by resolution, expel the member from the society or suspend the member from membership of the society if, after considering the complaint and any associated submissions, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the committee expels/suspends a member, the secretary must, within 7 days after action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 12.
- (5) The expulsion or suspension does not take effect until the later of:
 - (a) the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the society confirms the resolution under rule 12(5).

12 **Right of appeal of disciplined member**

- (1) A member may appeal to the society in general meeting against a resolution of the committee under rule 10, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice must be accompanied by a statement of the grounds on which the member intends to appeal.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the society to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the society convened under clause (3):

- (a) no business other than the question of the appeal is to be transacted, and
- (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
- (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(5) If at the general meeting the society passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 The committee

13 Powers of the committee

The committee is to be called the committee of management of the society and, subject to the Act, the Regulation and these rules and to any resolution passed by the society in general meeting:

- (a) is to control and manage the affairs of the society, and
- (b) may exercise all such functions as may be exercised by the society, other than those functions that are required by these rules to be exercised by a general meeting of members of the society, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the society.

14 Constitution and membership

(1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:

- (a) the office-bearers of the society, and
- (b) between three and five ordinary members,

each of whom is to be elected at the annual general meeting of the society under rule 15.

(2) The office-bearers of the society are to be:

- (b) the president
- (c) the treasurer, and
- (d) the secretary

(2) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

(3) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the society to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

15 Election of members

(2) Nominations of candidates for election as office-bearers of the society or as ordinary members of the committee:

- (b) must be made with the consent of the nominee, and
 - (c) must be delivered to the secretary of the society by letter, fax or email at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
 - (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
 - (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
 - (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
 - (6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

16 **Secretary**

- (2) the Secretary of the society must, as soon as practicable after being appointed as secretary, lodge notice with the society of his or her address.
 - (3) It is the duty of the secretary to keep minutes of:
 - (b) all appointments of office-bearers and members of the committee,
 - (c) the names of members of the committee present at a committee meeting or a general meeting, and
 - (d) all proceedings at committee meetings and general meetings.
- (2) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17 **Treasurer**

It is the duty of the treasurer of the society to ensure:

- (b) that all money due to the society is collected and received and that all payments authorised by the society are made, and
- (c) that correct books and accounts are kept showing the financial affairs of the society, including full details of all receipts and expenditure connected with the activities of the society, and
- (d) that members may inspect the society's accounts on reasonable notice and at a mutually acceptable time.

18 **Casual vacancies**

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

- (b) dies, or
- (c) ceases to be a member of the society, or
- (d) becomes an insolvent under administration within the meaning of the *Corporations Law*, or
- (e) resigns office by notice in writing given to the secretary, or
- (f) is removed from office under rule 19, or
- (g) becomes a mentally incapacitated person, or
- (h) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.
- (i)

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Removal of member

- (2) The society in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (3) If a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length), the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20

Meetings and quorum

- (2) The committee must meet or formally confer via teleconference or other useful means at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (3) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (4) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (5) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present agree to treat as urgent.
- (6) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (7) No business is to be transacted by the committee unless a quorum is present and if, within forty minutes of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to another date and time as determined by the office bearers.
- (8) If at the adjourned meeting a quorum is not present within forty minutes of the time appointed for the meeting, the meeting is to be dissolved.
- (9) At a meeting of the committee, the president or, in the president's absence, the secretary is to preside. In the absence of both president and secretary, the remaining committee members may elect a person to preside.

21

Delegation by committee to sub-committee

(2) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such members of the society as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:

(b) this power of delegation, and

(c) a function which is a duty imposed on the committee by the Act or by any other law.

(2) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.

(3) A sub-committee may meet and adjourn, as it thinks proper.

22

Voting and decisions

(2) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a minimum two-thirds majority of the votes of members of the committee or sub-committee present at the meeting.

(3) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 General meeting

23

Annual general meetings – holding of

(2) With the exception of the first annual general meeting of the society, the society must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the society, convene an annual general meeting of its members.

(3) The society must hold its first annual general meeting:

(b) within the 18 months after its incorporation under the Act, and

(c) within 6 months after the expiration of the first financial year of the society.

24

Annual general meetings – calling of and business at

(2) The annual general meeting of the society is, subject to the Act and to rule 23, to be convened on such date and at such place and time as the committee thinks fit.

(3) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (b) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
- (c) to receive from the committee reports on the activities of the society during the last preceding financial year,
- (d) to elect office-bearers of the society and ordinary members of the committee,
- (3) An annual general meeting must be specified as such in the notice convening it.

25 Special general meetings – calling of

- (2) The committee may, whenever it thinks fit, convene a special general meeting of the society.
- (3) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the society, to take place within 60 days of receipt of the requisition.
- (4) A requisition of members for a special general meeting:
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) A special general meeting convened by a member or members must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

26 Notice

- (2) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the society, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (3) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the society, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (4) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 24(2).
- (5) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

27 Procedure

- (2) No item of business is to be transacted at a general meeting unless a quorum of at least six members, being members entitled under these rules to vote, are present during the time the meeting is considering that item.
- (3) If within forty minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (b) if convened on the requisition of members, is to be dissolved, and
 - (c) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (2) If at the adjourned meeting a quorum is not present within forty minutes after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

28

Presiding member

- (2) The president or, in the president's absence, the secretary, is to preside as chairperson at each general meeting of the society.
- (3) If the president and the secretary are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

29

Adjournment

- (2) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (3) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (4) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30

Making of decisions

- (2) A question arising at a general meeting of the society is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a majority or lost, or an entry to that effect in the minute book of the society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) At a general meeting of the society, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (4) If a poll is demanded at a general meeting, the poll must be taken;

- (b) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
- (c) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

31 Special resolution

A resolution of the society is a special resolution if it is passed by a majority which comprises at least two-thirds of such members of the society as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

32 Voting

- (1) On any question arising at a general meeting of the society a member has one vote only.
- (2) All votes must be given personally or by proxy but no member other than the Chairperson may hold more than 6 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the society unless all money due and payable by the member or proxy to the society at that particular date has been paid.

33 Appointment of proxies

- (2) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (3) The notice appointing the proxy is to be in the form set out in Appendix 1 to these rules.

Part 5 Miscellaneous

34 Insurance

The society must effect and maintain Public Liability Insurance.

35 Funds – source

- (2) The funds of the society are to be derived from annual subscriptions of members, donations, grants, workshops, some commercial activities (eg. sales of small merchandise such as greeting cards, CDs, T-shirts etc.) and, subject to any resolution passed by the society in general meeting, such other sources as the committee determines.
- (3) All money received by the society must be deposited as soon as practicable and without deduction to the credit of the society's bank account.
- (4) The society must, as soon as practicable after receiving any money, issue an appropriate receipt.

36 Funds – management

- (2) Subject to any resolution passed by the society in general meeting, the funds of the society are to be used in pursuance of the objects of the society in such manner as the committee determines.
- (3) All cheques, drafts and other negotiable instruments may be signed by the Treasurer, or in the Treasurer's absence by any member of the committee, in either case following approval either at a committee meeting where notice of the transaction will be minuted, or by two other members of the committee who approve it by email or fax, prior to payment.

37 Alteration of objects and rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the society.

38 Common seal

- (2) The common seal of the society must be kept in the custody of the public officer.
- (3) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

39 Custody and Inspection of books

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the society, which will be open to inspection, free of charge, by a financial member of the society at any reasonable hour.

40 Service of notices

- (2) For the purpose of these rules, a notice may be served on or given to a person:
 - (b) by delivering it to the person personally, or
 - (c) by sending it by pre-paid post to the address of the person, or
 - (d) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) for the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
 - (b) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (c) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (d) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

41 Winding up

In the event of a two-thirds majority of financial members voting to wind up the society, the assets of the society would be split equally between the Australian state early music societies that are eligible for tax deductibility of

donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997, and listed on the Register of Cultural Organisations.

Part 6 AVDGS Development Fund

40. Establishment of Fund

The Society has established a Development fund which is recognised by the Register of Cultural Activities as a tax deductible charitable public fund.

41. Donations

Donations made into this fund will be kept separate from other funds of the Society and will only be used to further the principal purpose of the Australian Viola da Gamba Society Inc. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

42. Management

The fund will be administered by a management committee, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Society.

43. Distribution of Monies

No monies/assets in this fund will be distributed to members or office bearers of the Society, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.

44. Amendments or alterations

The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to

the provisions for the public fund, to assess the effect of any amendments on the Public Fund's continuing Deductible Gift Recipient status.

45. Receipts

Receipts for gifts to the public fund must state:

- (2) the name of the public fund;
- (3) the Australian Business Number of the Society
- (4) the fact that the receipt is for a gift to a public fund;

any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*.

46. Winding-up

If upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objectives similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members. Such a fund, authority or institution must be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997* and listed on the register of Cultural Organisations maintained under the Act.

FORM OF APPOINTMENT OF PROXY

I,..... of
(full name) *(address)*

being a member of The Australian Viola da Gamba Society Inc.

hereby appoint (The Chairperson),or.

..... of
(full name of proxy) *(address)*

being a member of The Australian Viola da Gamba Society Inc., as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on theday of.....
(month and year)

and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

* to be inserted if desired.

.....Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a financial member of the society.